

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**IN RE: DEALER MANAGEMENT  
SYSTEMS ANTITRUST LITIGATION**

**This Document Relates To:**

**THE DEALERSHIP CLASS ACTION**

MDL No. 2817  
Case No. 18-cv-00864

Honorable Robert M. Dow, Jr.  
Magistrate Judge Jeffrey T. Gilbert

**DECLARATION OF STEPHANIE J. FIERECK, ESQ.  
ON IMPLEMENTATION OF CAFA NOTICE**

I, STEPHANIE J. FIERECK, ESQ., hereby declare and state as follows:

1. My name is Stephanie J. Fiereck, Esq. I am over the age of 21 and I have personal knowledge of the matters set forth herein, and I believe them to be true and correct.
2. I am the Legal Notice Manager for Epiq Class Action & Claims Solutions, Inc. (“Epiq”), a firm that specializes in designing, developing, analyzing and implementing large-scale, un-biased, legal notification plans.
3. Epiq is a firm with more than 20 years of experience in claims processing and settlement administration. Epiq’s class action case administration services include coordination of all notice requirements, design of direct-mail notices, establishment of fulfillment services, receipt and processing of opt-outs, coordination with the United States Postal Service, claims database management, claim adjudication, funds management and distribution services.
4. The facts in this Declaration are based on what I personally know, as well as information provided to me in the ordinary course of my business by my colleagues at Epiq.

**DECLARATION OF STEPHANIE J. FIERECK, ESQ.  
ON IMPLEMENTATION OF CAFA NOTICE**

**CAFA NOTICE IMPLEMENTATION**

5. At the direction of counsel for the Defendant The Reynolds and Reynolds Company, 57 officials, which included the Attorney General of the United States and the Attorneys General of each of the 50 states, the District of Columbia and the United States Territories were identified to receive the CAFA notice.

6. Epiq maintains a list of these state and federal officials with contact information for the purpose of providing CAFA notice. Prior to mailing, the names and addresses selected from Epiq's list were verified.

7. On October 24, 2018, Epiq sent 57 CAFA Notice Packages ("Notice"). The Notice was sent via United Parcel Service ("UPS") Overnight service to the Attorney General of the United States and the Attorneys General of each of the 50 states, the District of Columbia and the United States Territories. The CAFA Notice Service List is attached hereto as **Attachment 1**.

8. The materials sent to the Attorneys General included a cover letter which provided notice of the proposed settlement of the above-captioned case. The cover letter is attached hereto as **Attachment 2**.

9. The cover letter was accompanied by a CD, which included the following:

a. Dealership Plaintiffs' Consolidated Class Action Complaint, No. 1:18-cv-00864, ECF No. 184 (filed June 4, 2018) (the "Complaint").

b. The Dealership Class Plaintiffs' Motion for Preliminary Approval of Settlement Between Dealership Class Plaintiffs and Defendant the Reynolds and Reynolds Company and for Conditional Certification of the Proposed Settlement Class. Notice of Motion, No. 1:18-cv-00864, ECF No. 428 (filed Oct. 23, 2018).

**DECLARATION OF STEPHANIE J. FIERECK, ESQ.  
ON IMPLEMENTATION OF CAFA NOTICE**

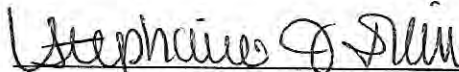
c. A copy of the proposed notifications to class members as attached in the Declaration of Peggy J. Wedgworth in Support of Dealership Class Plaintiffs' Motion for Preliminary Approval of Settlement between Dealership Class Plaintiffs and Defendant The Reynolds and Reynolds Company and for Conditional Certification of the Proposed Settlement Class, No. 1:18-cv-00864, ECF No. 427-1 (filed Oct. 23, 2018) ("Wedgworth Declaration"). Exhibit A to the Wedgworth Declaration is the [Proposed] Preliminary Approval Order for Settlement between the Dealership Class and Reynolds, No. 1:18-cv-00864, ECF No. 427-2 (filed Oct. 23, 2018), which in turn attached:

- (a) Exhibit 1, [Proposed] Mail Notice
- (b) Exhibit 2, [Proposed] Long-Form Posted Notice
- (c) Exhibit 3, [Proposed] Publication Notice

d. A copy of the proposed class action settlement as attached as Exhibit 1 to the Wedgworth Declaration. No. 1:18-cv-00864, ECF No. 427-2 (filed Oct. 23, 2018).

e. A copy of statistics reported by the National Automobile Dealers Association ("NADA") - *NADA Data: Annual Profile of America's Franchised New-Car Dealerships*, National Automobile Dealers Association (June 2018), (accessed online at <https://www.nada.org/WorkArea/DownloadAsset.aspx?id=21474855962>).

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 18, 2018.

  
Stephanie J. Fiereck, Esq.

**DECLARATION OF STEPHANIE J. FIERECK, ESQ.  
ON IMPLEMENTATION OF CAFA NOTICE**

# Attachment 1

COMPANYORNAME	Attention	ADDRESS1	Address2	Address3	CITY	STATE	POSTAL
US Department of Justice	Jeff Sessions	950 Pennsylvania Ave NW			Washington	DC	20530
Office of the Attorney General	Jahna Lindemuth	123 4th St	Suite 364		Juneau	AK	99811
Office of the Attorney General	Steve Marshall	501 Washington Ave			Montgomery	AL	36104
Office of the Attorney General	Leslie Carol Rutledge	323 Center St	Suite 200		Little Rock	AR	72201
Office of the Attorney General	Mark Brnovich	2005 N Central Ave			Phoenix	AZ	85004
Office of the Attorney General	CAFA Coordinator	Consumer Law Section	455 Golden Gate Ave Ste 11000		San Francisco	CA	94102
Office of the Attorney General	Cynthia Coffman	Ralph L Carr Colorado Judicial Center	1300 Broadway 10th Fl		Denver	CO	80203
Office of the Attorney General	George Jepsen	55 Elm St			Hartford	CT	06106
Office of the Attorney General	Karl A. Racine	441 4th St NW			Washington	DC	20001
Office of the Attorney General	Matt Denn	Carvel State Office Bldg	820 N French St		Wilmington	DE	19801
Office of the Attorney General	Pam Bondi	State of Florida	The Capitol PL-01		Tallahassee	FL	32399
Office of the Attorney General	Chris Carr	40 Capitol Square SW			Atlanta	GA	30334
Department of the Attorney General	Russell Suzuki	425 Queen St			Honolulu	HI	96813
Iowa Attorney General	Thomas J Miller	1305 E Walnut St			Des Moines	IA	50319
Office of the Attorney General	Lawrence G Wasden	700 W Jefferson St	Suite 210		Boise	ID	83720
Office of the Attorney General	Lisa Madigan	100 W Randolph St			Chicago	IL	60601
Indiana Attorney General's Office	Curtis T Hill Jr	Indiana Government Center South	302 W Washington St 5th Fl		Indianapolis	IN	46204
Office of the Attorney General	Derek Schmidt	120 SW 10th Ave 2nd Fl			Topeka	KS	66612
Office of the Attorney General	Andy Beshear	Capitol Ste 118	700 Capitol Ave		Frankfort	KY	40601
Office of the Attorney General	Jeff Landry	1885 N Third St			Baton Rouge	LA	70802
Office of the Attorney General	Maura Healey	1 Ashburton Pl			Boston	MA	02108
Office of the Attorney General	Brian E. Frosh	200 St Paul Pl			Baltimore	MD	21202
Office of the Attorney General	Janet T Mills	6 State House Sta			Augusta	ME	04333
Department of Attorney General	Bill Schuette	G. Mennen Williams Building 7th Floor	525 W Ottawa St		Lansing	MI	48909
Office of the Attorney General	Lori Swanson	445 Minnesota St	Suite 1400		St Paul	MN	55101
Missouri Attorney General's Office	Josh Hawley	Supreme Court Building	207 W High St		Jefferson City	MO	65102
MS Attorney General's Office	Jim Hood	Walter Sillers Bldg	550 High St Ste 1200		Jackson	MS	39201
Office of the Attorney General	Tim Fox	Justice Building Third Floor	215 North Sanders		Helena	MT	59620
Attorney General's Office	Josh Stein	9001 Mail Service Ctr			Raleigh	NC	27699
Office of the Attorney General	Wayne Stenehjem	State Capitol	600 E Boulevard Ave Dept 125		Bismarck	ND	58505
Nebraska Attorney General	Doug Peterson	2115 State Capitol			Lincoln	NE	68509
Office of the Attorney General	Gordon MacDonald	NH Department of Justice	33 Capitol St		Concord	NH	03301
Office of the Attorney General	Gurbir S Grewal	8th Fl West Wing	25 Market St		Trenton	NJ	08625
Office of the Attorney General	Hector Balderas	408 Galisteo St	Villagra Bldg		Santa Fe	NM	87501
Office of the Attorney General	Adam Paul Laxalt	100 N Carson St			Carson City	NV	89701
Office of the Attorney General	Barbara Underwood	The Capitol			Albany	NY	12224
Office of the Attorney General	Mike DeWine	30 E Broad St 14th Fl			Columbus	OH	43215
Office of the Attorney General	Mike Hunter	313 NE 21st St			Oklahoma City	OK	73105
Office of the Attorney General	Ellen F Rosenblum	Oregon Department of Justice	1162 Court St NE		Salem	OR	97301
Office of the Attorney General	Josh Shapiro	16th Fl Strawberry Square			Harrisburg	PA	17120
Office of the Attorney General	Peter Kilmartin	150 S Main St			Providence	RI	02903
Office of the Attorney General	Alan Wilson	Rembert Dennis Office Bldg	1000 Assembly St Rm 519		Columbia	SC	29201
Office of the Attorney General	Marty J Jackley	1302 E Hwy 14 Ste 1			Pierre	SD	57501
Office of the Attorney General	Herbert H. Slatery III	425 5th Avenue North			Nashville	TN	37243
Office of the Attorney General	Ken Paxton	300 W 15th St			Austin	TX	78701
Office of the Attorney General	Sean D. Reyes	Utah State Capitol Complex	350 North State St Ste 230		Salt Lake City	UT	84114
Office of the Attorney General	Mark R. Herring	202 North Ninth Street			Richmond	VA	23219
Office of the Attorney General	TJ Donovan	109 State St			Montpelier	VT	05609
Office of the Attorney General	Bob Ferguson	800 Fifth Avenue	Suite 2000		Seattle	WA	98104
Office of the Attorney General	Brad D. Schimel	State Capitol	Room 114 East		Madison	WI	53707
Office of the Attorney General	Patrick Morrissey	State Capitol Complex	Bldg 1 Room E 26		Charleston	WV	25305
Office of the Attorney General	Peter K Michael	2320 Capitol Avenue			Cheyenne	WY	82002
Department of Legal Affairs	Talauega Eleasalo V. Ale	Executive Office Building	3rd Floor		Pago Pago	AS	96799
Attorney General Office of Guam	Elizabeth Barrett-Anderson	ITC Building	590 S Marine Corps Dr Ste 901		Tamuning	GU	96913
Office of the Attorney General	Edward Manibusan	Administration Bldg			Saipan	MP	96950
PR Department of Justice	Wanda Vazquez Garced	Calle Olimpo Esq. Axtmayer	Pda. 11 Miramar		San Juan	PR	00907
Department of Justice	Claude Walker	34-38 Kronprindsens Gade	GERs Bldg 2nd Fl		St Thomas	VI	00802

# Attachment 2



Sheppard, Mullin, Richter & Hampton LLP  
2099 Pennsylvania Avenue, NW, Suite 100  
Washington, D.C. 20006-6801  
202.747.1900 main  
202.747.1901 fax  
www.sheppardmullin.com

415.774.2914 direct  
dballard@sheppardmullin.com

October 24, 2018

File Number: 48KZ-266044

**VIA UPS**

Attorneys General on the Enclosed Service List

Re: Notice of Proposed Class Action Settlement  
In re: Dealer Management Systems Antitrust Litigation MDL No. 2817, Case No. 18-cv-  
00864 (N.D. Ill.)

Dear Attorneys General:

I write on behalf of The Reynolds and Reynolds Company ("Reynolds") in the matter of *In re: Dealer Management Systems Antitrust Litigation*, MDL No. 2817, No. 18-cv-00864 (N.D. Ill.), pending in the United States District Court for the Northern District of Illinois before the Honorable Robert M. Dow Jr.

In compliance with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 ("CAFA"), Reynolds hereby serves upon you notice that a proposed class action settlement between Reynolds and the Dealership Plaintiffs has been filed with the Court. Pursuant to CAFA, please find on the enclosed CD copies of the materials referenced below relating to this proposed settlement:

**1. Copy of the complaint, all materials filed with the complaint, and any amended complaints.**

Dealership Plaintiffs' Consolidated Class Action Complaint, No. 1:18-cv-00864, ECF No. 184 (filed June 4, 2018) (the "Complaint"). Redacted portions of the Complaint were filed under seal pursuant to the Court's Confidentiality Order. ECF Nos. 187, 104.

**2. Notice of any scheduled judicial hearing.**

The Dealership Class Plaintiffs' Motion for Preliminary Approval of Settlement Between Dealership Class Plaintiffs and Defendant the Reynolds and Reynolds Company and for Conditional Certification of the Proposed Settlement Class is currently set for hearing on November 6, 2018 at 9:15 a.m. See Notice of Motion, No. 1:18-cv-00864, ECF No. 428 (filed Oct. 23, 2018).





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**3. Any proposed or final notification to class members.**

A copy of the proposed notifications to class members can be found attached the Declaration of Peggy J. Wedgworth in Support of Dealership Class Plaintiffs' Motion for Preliminary Approval of Settlement between Dealership Class Plaintiffs and Defendant The Reynolds and Reynolds Company and for Conditional Certification of the Proposed Settlement Class, No. 1:18-cv-00864, ECF No. 427-1 (filed Oct. 23, 2018) ("Wedgworth Declaration"). Exhibit A to the Wedgworth Declaration is the [Proposed] Preliminary Approval Order for Settlement between the Dealership Class and Reynolds, No. 1:18-cv-00864, ECF No. 427-2 (filed Oct. 23, 2018), which in turn attaches:

- (a) Exhibit 1, [Proposed] Mail Notice
- (b) Exhibit 2, [Proposed] Long-Form Posted Notice
- (c) Exhibit 3, [Proposed] Publication Notice

**4. Any proposed or final class action settlement.**

A copy of the proposed class action settlement is attached as Exhibit 1 to the Wedgworth Declaration. No. 1:18-cv-00864, ECF No. 427-2 (filed Oct. 23, 2018).

**5. Any settlement or other agreement contemporaneously made between class counsel and counsel for Reynolds.**

Dealership Plaintiffs and Reynolds have executed a proposed Supplemental Agreement setting forth certain conditions under which the proposed Settlement may be terminated by Reynolds if a certain number of potential class members exclude themselves from the settlement class. See *New York State Teachers' Ret. Sys. v. Gen. Motors Co.*, 315 F.R.D. 226, 240 (E.D. Mich. 2016) ("The opt-out threshold is typically not disclosed and is kept confidential to encourage settlement and discourage third parties from soliciting class members to opt out.").

**6. Any final judgment or notice of dismissal.**

Final judgment has not yet been entered as to the proposed class action settlement.

**7. Class members who reside in each State and the estimated proportionate share of the claims of such members to the entire settlement.**

CAFA requires Reynolds to provide, "if feasible, the names of class members who reside in each State and the estimated proportionate share of the claims of





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such members to the entire settlement to that State's appropriate State official." 28 U.S.C. §1715(b)(7)(A). If it is not feasible to provide such information, then CAFA requires Reynolds to provide a "reasonable estimate of the number of class members residing in each State" with the estimated proportionate share of such claims. *Id.* § 1715(b)(7)(B).

The proposed settlement is with a nationwide class of car dealerships that purchased a Dealer Management System from either Reynolds or its co-defendant CDK. Because the class potentially includes thousands of dealerships with which Reynolds did not deal directly, it is not feasible for Reynolds to determine with certainty the identity of all class members in each State. Nor is it feasible for Reynolds to reasonably estimate such class members' proportionate share of the claims.

Nevertheless, Reynolds has made a good faith effort to provide data for a reasonable preliminary estimate of each State's potential class members' proportionate share of the proposed settlement using statistics reported by the National Automobile Dealers Association ("NADA").<sup>1</sup> See *NADA Data: Annual Profile of America's Franchised New-Car Dealerships*, National Automobile Dealers Association (June 2018), (accessed online at <https://www.nada.org/WorkArea/DownloadAsset.aspx?id=21474855962>). Page 18 of the NADA report lists the number of new (as opposed to used) light-vehicle dealerships by State, counted by dealership "rooftop," as of June 2018.<sup>2</sup> Also included on the enclosed CD is a standalone chart converting these NADA rooftop figures into percentages by State. These figures are provided as reasonable, preliminary estimates only and are not, and do not purport to be, a final determination of the validity of the identities and claims of the class members or of the amounts that may ultimately be paid to them from the settlement fund.

**8. Any written judicial opinion relating to the materials described in item numbers 3-6.**

None.

Reynolds submits this notice in a good faith effort to comply with any obligations it may have pursuant to 28 U.S.C. § 1715. In accordance with 28 U.S.C. § 1715(d), the Court will not finally approve the proposed class action settlement until at least 90 days after service of this notice. If you have any questions or believe that additional information is required regarding this

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<sup>1</sup> See *generally About Us*, National Automobile Dealers Association, (accessed online at <https://www.nada.org/whatwedo/>).

<sup>2</sup> The NADA figures do not reflect new light-vehicle dealerships in the U.S. territories. Reynolds estimates that dealerships in the U.S. territories collectively make up less than 1% of the potential class.



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proposed class action settlement, please contact the undersigned counsel with your specific questions or requests.

Sincerely,

A handwritten signature in blue ink, appearing to read "D. Ballard".

Dylan I. Ballard  
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Counsel for Defendant The Reynolds and Reynolds Company

SMRH:228115496.4

Enclosures

## Service List

Name	Attention	Address 1	Address 2	City	State	Postal
US Department of Justice	Jeff Sessions	950 Pennsylvania Ave NW		Washington	DC	20530
Office of the Attorney General	Jahna Lindemuth	123 4th St	Suite 364	Juneau	AK	99811
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Office of the Attorney General	Tim Fox	Justice Building Third Floor	215 North Sanders	Helena	MT	59620
Attorney General's Office	Josh Stein	9001 Mail Service Ctr		Raleigh	NC	27699
Office of the Attorney General	Wayne Stenehjem	State Capitol	600 E Boulevard Ave Dept 125	Bismarck	ND	58505
Nebraska Attorney General	Doug Peterson	2115 State Capitol		Lincoln	NE	68509
Office of the Attorney General	Gordon MacDonald	NH Department of Justice	33 Capitol St	Concord	NH	03301
Office of the Attorney General	Gurbir S Grewal	8th Fl West Wing	25 Market St	Trenton	NJ	08625
Office of the Attorney General	Hector Balderas	408 Galisteo St	Villagra Bldg	Santa Fe	NM	87501
Office of the Attorney General	Adam Paul Laxalt	100 N Carson St		Carson City	NV	89701
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Office of the Attorney General	Mike DeWine	30 E Broad St 14th Fl		Columbus	OH	43215
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Office of the Attorney General	Josh Shapiro	16th Fl Strawberry Square		Harrisburg	PA	17120
Office of the Attorney General	Peter Kilmartin	150 S Main St		Providence	RI	02903
Office of the Attorney General	Alan Wilson	Rembert Dennis Office Bldg	1000 Assembly St Rm 519	Columbia	SC	29201
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Office of the Attorney General	Ken Paxton	300 W 15th St		Austin	TX	78701
Office of the Attorney General	Sean D. Reyes	Utah State Capitol Complex	350 North State St Ste 230	Salt Lake City	UT	84114
Office of the Attorney General	Mark R. Herring	202 North Ninth Street		Richmond	VA	23219
Office of the Attorney General	TJ Donovan	109 State St		Montpelier	VT	05609
Office of the Attorney General	Bob Ferguson	800 Fifth Avenue	Suite 2000	Seattle	WA	98104
Office of the Attorney General	Brad D. Schimel	State Capitol	Room 114 East	Madison	WI	53707
Office of the Attorney General	Patrick Morrissey	State Capitol Complex	Bldg 1 Room E 26	Charleston	WV	25305
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Department of Legal Affairs	Talauaga Eleasalo V. Ale	Executive Office Building	3rd Floor	Pago Pago	AS	96799
Attorney General Office of Guam	Elizabeth Barrett-Anderson	ITC Building	590 S Marine Corps Dr Ste 901	Tamuning	GU	96913
Office of the Attorney General	Edward Manibusan	Administration Bldg		Saipan	MP	96950
PR Department of Justice	Wanda Vazquez Garced	Calle Olimpo Esq. Axtmayer	Pda. 11 Miramar	San Juan	PR	00907
Department of Justice	Claude Walker	34-38 Kronprindsens Gade	GERS Bldg 2nd Fl	St Thomas	VI	00802